



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-680-5370
www.mass.gov/medicalmarijuana

MANAGEMENT AND OPERATIONS PROFILE
Request for a Certificate to Registration to
Operate a Registered Marijuana Dispensary

MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

AUG 14 2015

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INSTRUCTIONS

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a *Management and Operations Profile*.

Once invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

If invited by the Department to submit a *Management and Operations Profile* for more than one proposed RMD, you must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

MA Dept. of Public Health
99 Chauncy Street
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All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- ☒ A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- ☒ A copy of the Corporation's *Articles of Incorporation*
- ☒ A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- ☒ A copy of the Corporation's bylaws
- ☒ An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Application 1 of 3

Applicant Non-Profit Corporation Hampden Care Facility, Inc.

MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

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SECTION A. APPLICANT INFORMATION

1. Hampden Care Facility, Inc.
Legal name of Corporation
2. Mark Zatycka
Name of Corporation's Chief Executive Officer
3. 12 Center Street
Chicopee, MA 01013
Address of Corporation (Street, City/Town, Zip Code)
4. Attorney Stephen M. Reilly, Jr.
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 413-788-6674
Applicant point of contact's telephone number
6. smrjr@attorneyreilly.com
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?
3

SECTION B. INCORPORATION

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TPG

SECTION C. NON-PROFIT COMPLIANCE

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Hampden Care Facility, Inc. ("HCF") does not intend to use any management company for the operations of the business.

12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

Hampden Care Facility, Inc ("HCF") adopted a Conflict of Interest Policy to govern related party transactions. HCF may lease real estate owned by PPS Group, a company that is controlled by Peter Gallagher. Mr Gallagher is related to Thomas Gallagher and Alexa Gallagher who both serve on the Board of Directors. In compliance with the Conflict policy, before entering a lease with a related party, the disinterested directors will review the terms of the lease and determine whether the rent and terms of the lease are commercially reasonable and competitive with leases offered by unrelated parties for similar properties. HCF will not enter the lease until a majority of its disinterested directors vote in favor of doing so after exploring alternative lease options. Thomas and Alexa Gallagher will recuse themselves from the negotiation of the lease and from voting on whether to enter it.

HCF may retain Patrick Gottschlicht as the Community Relations Representative. Mr Gottschlicht is related to Jen Gottschlicht who serves on the Board of Directors. The Conflict Policy will govern the negotiation and terms of employment. Ms Gottschlicht will recuse herself from negotiations and a vote to enter into any agreement.

13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

No members of the Board of Directors will be serving as employees of the RMD.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

No members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor, or other third party proposed to contract or otherwise conduct business with Hampden Care Facility, Inc.

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

Hampden Care Facility, Inc. ("HCF") does not have any proposed or executed agreements under which a percentage or portion of the revenue will be distributed to a third party.

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."


Signature of Authorized Signatory

06/29/2015

Date Signed

Thomas P. Gallagher

Director, President

Print Name of Authorized Signatory

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TPG

SECTION D. EXPERIENCE

16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

Mark Zatyryka, CEO, has 11 yrs of business experience & 18 yrs of non-profit experience. He was the co-owner of American Homecare Federation ("AHF"), a pharmacy that provides patient care and hemophilia medications including controlled substances (2004-14). He has a deep understanding of all aspects of pharmacy operations and regulations. Mr. Zatyryka managed 20 employees and grew AHF into a \$24M/yr business. In 2014, he sold AHF to Diplomat. He is currently the Director of Marketing at AHF. Under his leadership, AHF received 100% patient satisfaction ratings and the Joint Commission's Gold Seal of Approval. Business West recognized Mr. Zatyryka as a "Top 40 Under 40" business executive. Since 2008, he served as a board member of the AIDS Foundation of Western MA, and in 2009, he co-founded the CT Hemophilia Society, a non-profit focused on persons with bleeding disorders. Mr. Zatyryka was honored with the New England Hemophilia Association's Dedicated Service Award for his contributions. Since 1997, he has worked with non-profit organizations serving persons with chronic illnesses and blood disorders.

Philip Johnston, Co-COO/Health Strategist, has almost 20 yrs of business and non-profit experience. He is President of Philip W. Johnston Associates, a public affairs firm serving nursing homes, insurance companies and non-profit health service agencies (1996-2015). Previously, Mr. Johnston was New England's Regional Director for the US Dept of Health and Human Services appointed by President Clinton and served as the MA Secretary of Human Services (1984-1991) as appointed by Gov. Dukakis. As Executive Director for the non-profit arm of Citizens Energy Corp (1996-2000), he awarded grants to health care non-profits. Mr. Johnston currently serves as Chair of the Board of the Massachusetts Health Policy Forum and the Blue Cross Blue Shield of Massachusetts Foundation.

David Benlolo, Co-COO/Head of Operations, has 16 yrs of business experience. Currently, he owns and operates 11 RMDs including 4 cultivation facilities in CO (2009-15). Mr. Benlolo manages 95 employees and is responsible for all aspects of the operations. The RMDs have a solid compliance record with the City of Denver and the Marijuana Enforcement Division which reflects his focus on professionalism and compliance. He is a board member of the Marijuana Industry Group. Previously, Mr. Benlolo owned and operated a health insurance agency for 10 yrs.

Peter Komassa, CFO, has 8 yrs of business experience. He is Founder/CEO/CFO of Rewardable, a sales intelligence company (2012-15). Under his leadership, Rewardable built a network of 300K consumers, serviced 40 businesses, raised \$700K in funding and achieved profitability. As CEO, he leads capital raising activities, drives product strategy and manages employee recruitment. As CFO, he oversees capital allocation, administers payroll, and manages expenses & cash flow. Prior to this, he worked at Goldman Sachs (2007-09) and ZBI Equities (2009-12).

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

Mark Zatyryka, CEO, has 18 yrs of experience providing health care services. He owned and operated the American Homecare Federation ("AHF"), a pharmacy that dispenses hemophilia medications including controlled substances (2004-14). Mr. Zatyryka manages all pharmacy and patient care operations at AHF as well as pharmacist and patient education. Under his leadership, AHF received Joint Commission-accredited licensure in 40 states as well as Medicare and Medicaid provider status. AHF consistently received a 100% satisfaction rating from its patients. Since 1997, Mr. Zatyryka has received numerous awards for his service to persons living with bleeding disorders and chronic illnesses. Mr. Zatyryka's proven track record in patient education and advocacy will prove invaluable in HCF's efforts to provide top-rated care.

Philip Johnston, Co-COO/Health Strategist, has 30 yrs of experience in public health. Mr. Johnston is the President of Philip W. Johnston Associates, a public affairs firm serving nursing homes, insurance companies, and non-profit health service agencies (1996-15). Mr. Johnston was New England's Regional Director for the US Dept of Health and Human Services appointed by President Clinton (1992-96). He created 13 working groups to plan and implement policies on health issues such as AIDS. Mr. Johnston was instrumental in developing federal policies to help persons with mental/physical disabilities. He was MA Secretary of Human Services as appointed by Gov. Dukakis (1984-1991). He directed 17 human services agencies on a wide range of public health issues.

David Benlolo, Co-COO, has 6 yrs of experience providing health care services. Mr. Benlolo owns and operates five medical cannabis facilities in CO which provide medical cannabis and education to patients. Mr. Benlolo oversees all aspects of operations from cultivation to patient advocacy and support. He has a strong track record in the medical cannabis industry and a proven commitment to patient care and regulatory compliance.

Peter Komassa, CFO, has 1 yr of healthcare experience. He acted as an advisor to Kerros Health, a mobile mental health care start-up focused on modernizing mental health care utilizing digital tools. As an advisor, Mr. Komassa provided input on program structure and health data analysis and also analyzed ways to optimize patient engagement. Also, Mr. Komassa's experience with mobile payment systems will be important to HCF maintaining secure, accurate patient records.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Mark Zatyryka, CEO, has 11 yrs of experience operating a pharmacy and dispensing controlled substances which is directly transferable to providing cannabis for medical purposes. Like medical cannabis products, hemophilia products are heavily regulated. Both are controlled substances that require meticulous patient education, inventory management, and handling and tracking practices. Mr. Zatyryka has experience managing all aspects of the pharmacy business including patient care operations. He is dedicated to improving the quality of life of persons living with chronic illness and is acutely aware of the needs of the patients HCF would serve.

David Benlolo, Co-COO, has 6 yrs of experience providing services for cannabis for medical purposes. He has successfully led the development of 5 medical cannabis dispensaries and 4 cultivation facilities encompassing over 48K sq ft of production space. The largest production facility is 27K sq ft. Mr. Benlolo oversees more than 95 employees and is responsible for all aspects of the operations including development and implementation of policies and procedures, regulatory compliance, product cultivation, community engagement, security protocols, patient and employee education, sales, quality control programs, facilities management, and budgetary planning and analysis. In the 6 years of operating medical cannabis facilities, Mr. Benlolo has not experienced any theft, diversion, or other security-related problems. Under his management, these facilities have a sound compliance record with the City of Denver and the Colorado Marijuana Enforcement Division which reflects his organization's professionalism and emphasis on compliance within this heavily regulated industry.

Mr. Benlolo has experience implementing corrective action plans. Following the receipt of a Notice of Inspection Failure from the Colorado Marijuana Enforcement Division ("MED") related to an input error made by a former low-level employee, Mr. Benlolo conducted a thorough investigation and implemented a comprehensive corrective action plan to prevent future issues. He hired additional qualified staff, conducted extensive staff training, and revised operating procedures to strengthen the affected department and prevent a similar mistake in the future. The matter was promptly corrected and documented to the satisfaction of the MED. This was the first and only correction order issued to any dispensaries managed by Mr. Benlolo.

Phil Johnston, Co-COO, has over 30 years in health policy and public health experience. He has participated in extensive policy discussions regarding medical cannabis through his involvement with Massachusetts Health Policy Forum and Blue Cross Blue Shield of Massachusetts Foundation. Mr. Johnston is acutely aware of the benefits of medical cannabis as well as the public health concerns. His public health knowledge will be instrumental in helping HCF operate a dispensary that safely and effectively serves patients.

20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

John Jany, Jr, Chief Cultivation Officer, has 6 yrs of experience cultivating medical cannabis. He has managed 12+ commercial cultivation facilities. Mr. Jany has designed 200K+ sq ft of cultivation space. Since 2014, he has been Chief Cultivation Officer for TruCannabis and Kind Love. Mr. Jany manages 1,000+ flowering lamps across 6 cultivation facilities; the largest being 27K sq ft. Mr. Jany has experience setting production schedules, managing environmental controls, and designing nutrient programs to maximize yields and quality. He manages 15 employees who he trained in all aspects of cultivation including following a proprietary nutrient schedule and integrated pest management regimen for organic, pharmaceutical grade botanicals. Previously, he was the Head Grower for 2 medical cannabis facilities in CO from 2010-14. Mr. Jany's expertise was featured in an industry publication. He also worked in a psychopharmacology lab which held a Schedule I DEA license to research cannabinoids. His research was published in the Drug and Alcohol Dependence journal.

Ronald Ainslie, Co-Head of Security, has ~20 yrs of experience in security and enforcement including experience in the medical cannabis industry. Since May 2015, he has worked as Compliance Officer at Cannabiz Solutions, providing consulting services to the medical cannabis industry. From 2014-15, Mr. Ainslie was an Enforcement Officer for the CO Dept of Revenue, Marijuana Enforcement Division, where he was responsible for enforcement of cannabis compliance and regulatory requirements. He worked for the MI Dept of State Police for 18 yrs and advanced from Trooper to Detective Sergeant/drug team supervisor. From 1987-92, Mr. Ainslie served as a captain in the US Marine Corps.

Jerry Wawrzyk, Co-Head of Security, has 20 yrs of security experience at the CT Dept of Corrections which is transferrable to the medical cannabis industry. Mr. Wawrzyk was the Intelligence/Security Risk Group Coordinator at the Northern Correction Institution, a supermax security prison. His duties included intelligence gathering, facility investigations, and inmate monitoring. Mr. Wawrzyk handled inner and outer perimeter security and also worked in the Admitting/Processing area preventing contraband from entering/exiting the facility. Mr. Wawrzyk wrote the Emergency Procedure manuals. He has extensive camera/video surveillance experience. Also, Mr. Wawrzyk also worked for International Protective Services developing and executing transportation security.

Attorney Stephen M. Reilly, Jr, Chief Compliance Officer, has 10 yrs of legal and compliance experience which is transferrable to the medical cannabis industry. Since 2006, he has represented businesses in alcohol licensing and compliance matters. As an Assistant City Solicitor for the City of Springfield, Attorney Reilly represents the Mayor and the Board of License Commissioners in matters related to regulation and oversight of alcoholic beverages.

SECTION E. OPERATIONS

21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.

Cultivation activities will be conducted in compliance with 105 CMR 725.105(B) and will follow the HCF Cultivation Manual. Only organic cultivation processes will be used in accordance with 7 CFR Part 205. Cultivation will occur in designated, locked, limited access areas monitored by surveillance cameras in accordance with 105 CMR 725.110(D)(1)(d)-(i). Staff will be trained to follow best practices in all areas of cultivation, in accordance with the HCF Cultivation Manual.

Each cultivation stage will take place in a separate room to contain issues and ensure a suitable environment. To maximize plant health and minimize abiotic stress, HCF will use commercial dehumidifiers and greenhouse-style ventilation systems to monitor/control humidity in grow rooms (maintaining levels below 65% for vegetative plants and below 55% for flowering cannabis). Wall mount fans and large greenhouse fans will maintain air circulation, facilitate CO₂ exchange and mitigate heat impacts. Temperatures will be maintained between 65-78° F using commercial HVAC infrastructure. Proper moisture levels in the soil/media will be maintained through appropriate aeration/watering methodologies. Water and air quality will be regularly tested to prevent environmental contamination. Soil tests and pH/EC of runoff monitoring will mitigate feed imbalances. The Integrated Pest Management protocol included in the Cultivation Manual will ensure best practices to prevent, monitor, identify, control and mitigate contaminants as identified in 105 CMR 725.105(B)(1)(f). Cannabis will be grown in a peat-based medium supplemented with organic amendments in accordance with U.S. Agency for Toxic Disease Registry and U.S. Department of Agriculture requirements (including OMRI-listed products). Compost teas and bacterial inoculants will be used to create a healthy soil food web to feed the crop while creating a hostile environment for soil-borne diseases and pests.

Plants will be tracked in 5 stages: Seed, Mother Plant (plant stock used for cuttings), Vegetative (plants growing under 18 hr light periods to develop to flowering size), Flowering (plants under 12hr-12hr cycles of light developing buds), and Harvesting (processing cycle after harvest from drying/curing to packaging). Plants in all stages will be accounted for and tracked in BioTrackTHC. Notes will be kept regarding treatments, feeding and any issues encountered during all stages of cultivation. Plants are typically ready for harvest after 8-10 wks of flowering, at which time the plants will be cut, weighed and processed into the following: bud, trim, or waste (including stalks, rootballs, and fan leaf). Cannabis flowers will be hand trimmed by badged staff in a processing room with 24-hr video surveillance. All categories will be weighed and accounted for in BioTrackTHC. Curing will take place under 24-hr video surveillance in a secure, locked and climate-controlled room on stainless steel racks to ensure safety and sanitation.

22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

Infused products and vaporizers offer the medicinal benefits of cannabinoids without requiring the combustion of plant material. To that end, HCF intends to produce a number of high-quality MIPs designed to meet the varying and specific needs of the patient population. HCF will produce cannabis concentrates, oils, balms, topicals, salves, tinctures, and infused single use vaporizer cartridges. HCF intends to produce MIPs without THC (i.e. CBD only), so that patients can get the benefits of cannabinoids without the psychoactive and sedative effects of THC. To ensure consistency in dosage, HCF will engage an independent lab to test every batch to determine its cannabinoid profile and uniformity, as well as to identify any potential contaminants. Refillable vaporizers will be filled with pre-measured doses of cannabis oil. Dose-specific capsules and additional ready-to-use products will be provided to ensure ongoing patient safety and health. HCF will use non-volatile extraction methods, as described in Q. 23, to ensure that no residue or heavy metals are left behind in MIPs products. No MIPs will bear any reasonable resemblance to any commercially available product. Every product will include medical warnings and clearly labeled dosage information listing THC and CBD percentages. MIPs will be packaged in accordance with 105 CMR 725.105(E)(3).

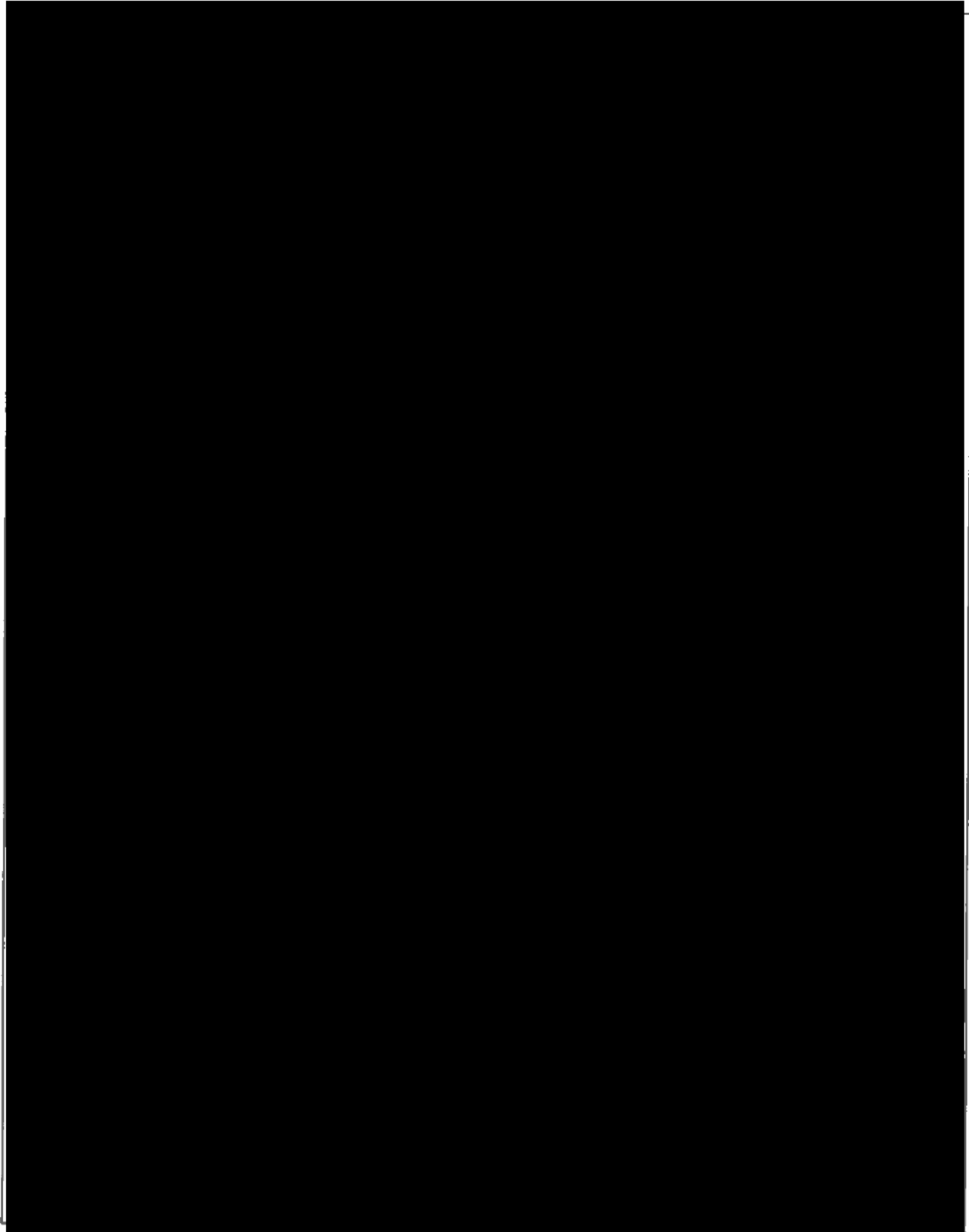
23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

HCF will produce MIPs in the cultivation facility, and the Chief Cultivation Officer will be responsible for MIPs production. MIPs will be prepared, handled and stored in accordance with the MIPs Production manual and in compliance with sanitation requirements (105 CMR 500.000), requirements for food handlers (105 CMR 300.000), and waste regulations (105 CMR 725.105(J)). Employees will comply with sanitary practices in 105 CMR 725.105(C)(6). Plant material will be tested in compliance with 105 CMR 725.105 (C)(2), then weighed and inventoried before use to ensure every MIP can be track back to the plant.

HCF will use a carbon dioxide based extraction method. Cannabinoids will be extracted from plant leaves and flowers using a Waters Prep SFE Bio-Botanical Extraction system. Carbon dioxide based extraction will produce an extract with no residual solvent, superior purity, selectivity, and yield when compared to solvent-based systems. HCF believes this is a more healthful and safer method of extracting cannabinoids than using hydrocarbon based solvents for the extraction.

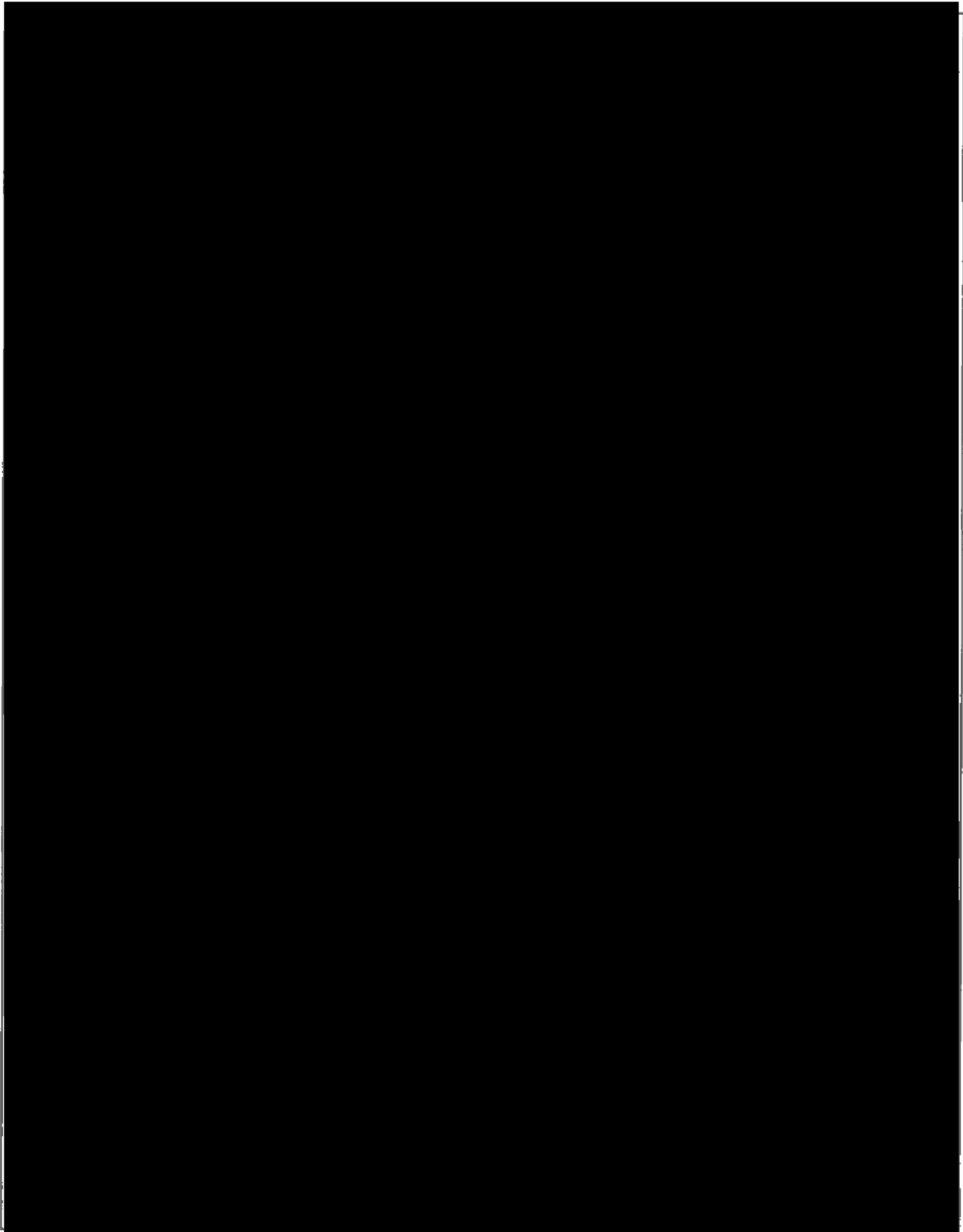
Products will be packaged in child resistant, re-sealable, opaque packaging to comply with ASTM Standards, CPSC Regulations, and the Poison Prevention Packaging Act. Labeling will comply with 105 CMR 725.105(E)(3), clearly listing warnings, dosage information and THC/CBD percentages. No MIPs will resemble commercially available products. Products will be stored in accordance with 105 CMR 725.105(D).

24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.



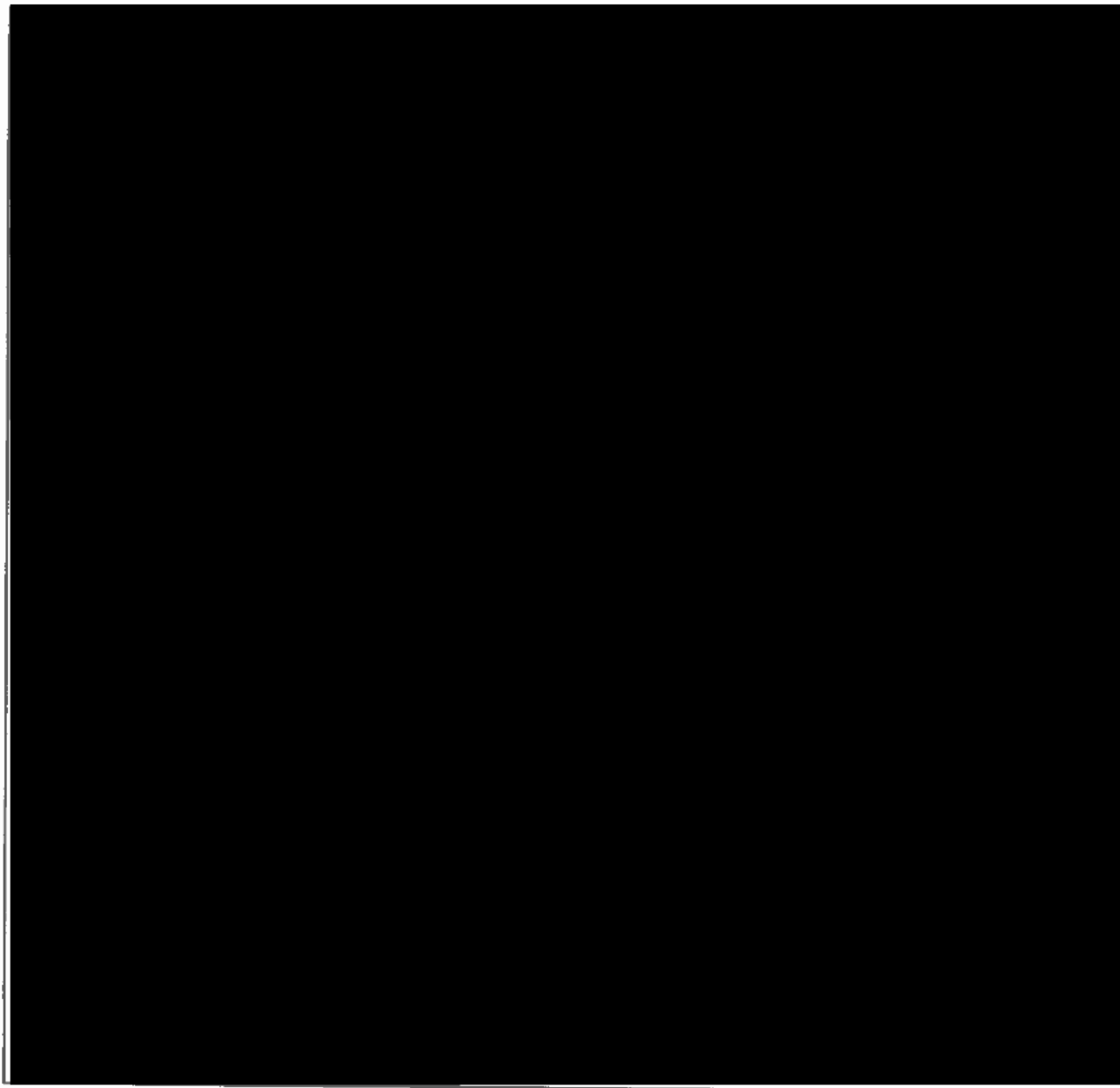
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TPG

25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.



Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TPG

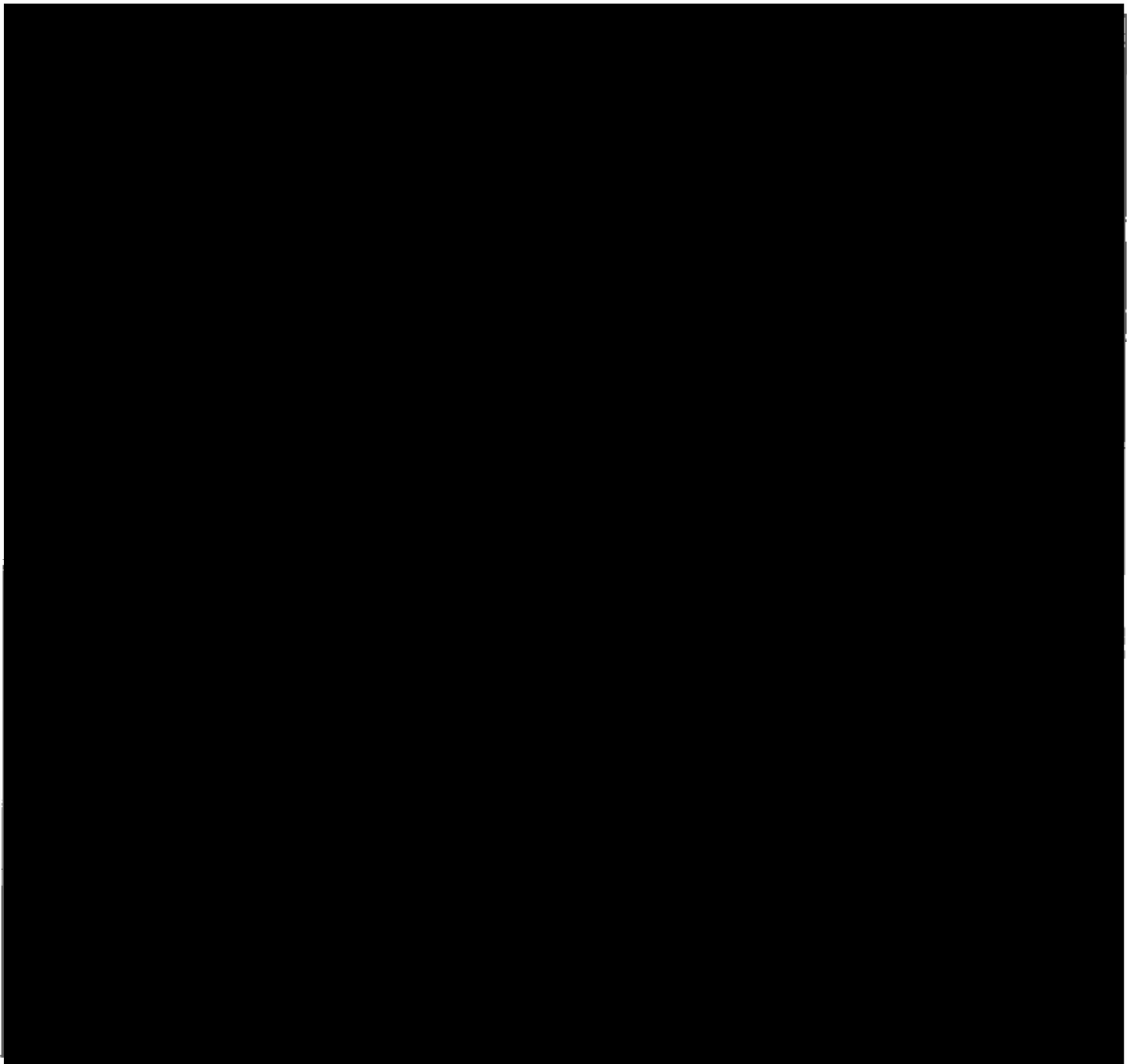
26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.



28. Provide a summary of the RMD's operating procedures for inventory management.



29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

HCF established quality assurance protocols requiring testing of all products for quality, contaminants & compliance with DPH regulations prior to sale in accordance with 105 CMR 725.105(C). HCF will engage an ISO accredited, independent lab to test all cannabis/MIPs for the cannabinoid profile and specified contaminants in compliance with 105 CMR 725.105(C)(2). The lab will test all products in accordance with the frequency required by DPH. Harvested cannabis will be divided into batches (>1 lb to <10 lbs) and assigned a batch number. A batch sample is the homogenized aggregate product of select samples (1g) per batch. 12 samples will be selected per lb of batch. Any product indicating contamination will be immediately quarantined, destroyed, documented in BioTrackTHC, and tracked to an original source. Testing results will be maintained for 1 yr.

All cannabis/MIPs will be produced in a safe & sanitary manner. To ensure quality, only leaves & flowers of female plants will be processed. Flowers will be cured & freed of seeds, stems, dirt, debris, & other foreign matter. Cannabis will be prepared on food-grade stainless steel tables & packaged in a secured area. MIPs will be prepared, handled & stored in accordance with sanitation requirements in 105 CMR 725.105(C)(5) and 105 CMR 725.105(C)(6). Lab coats are required at all times. Air & water filters will be tested monthly. Soil tests will be conducted weekly to ensure proper nutrient levels/plant quality.

30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

HCF's Patient Confidentiality Protocols will ensure that all information about registered qualifying patients, personal caregivers, and dispensary agents is maintained in confidentiality in accordance with 105 CMR 725.200(D). Such information shall not be disclosed without the written consent of the individual to whom the information applies, or as required by law or pursuant to an order from a court of competent jurisdiction, provided that DPH may access information to carry out official duties.

HCF will further protect confidentiality in accordance with HIPAA guidelines. HCF will provide an Information Release Authorization form should a patient request that HCF discuss his/her treatment with anyone other than a designated personal caregiver. An original copy of the release will be kept in the patient's file (locked in a safe in a limited-access area) and in an electronic HIPAA-compliant POS system file.

HCF will use BioTrackTHC to scan patient identification/Program ID Cards upon arrival, ensuring only essential personnel access to information. A permissions setup within the BioTrackTHC system will control the amount of information a specified employee may view. Users will be required to input a PIN, fingerprint scan, or username/password to access data.

All confidential information will be encrypted and maintained on a secure server in accordance with 105 CMR 725.200. The CEO and CFO are responsible for identifying/protecting against cyber security threats.

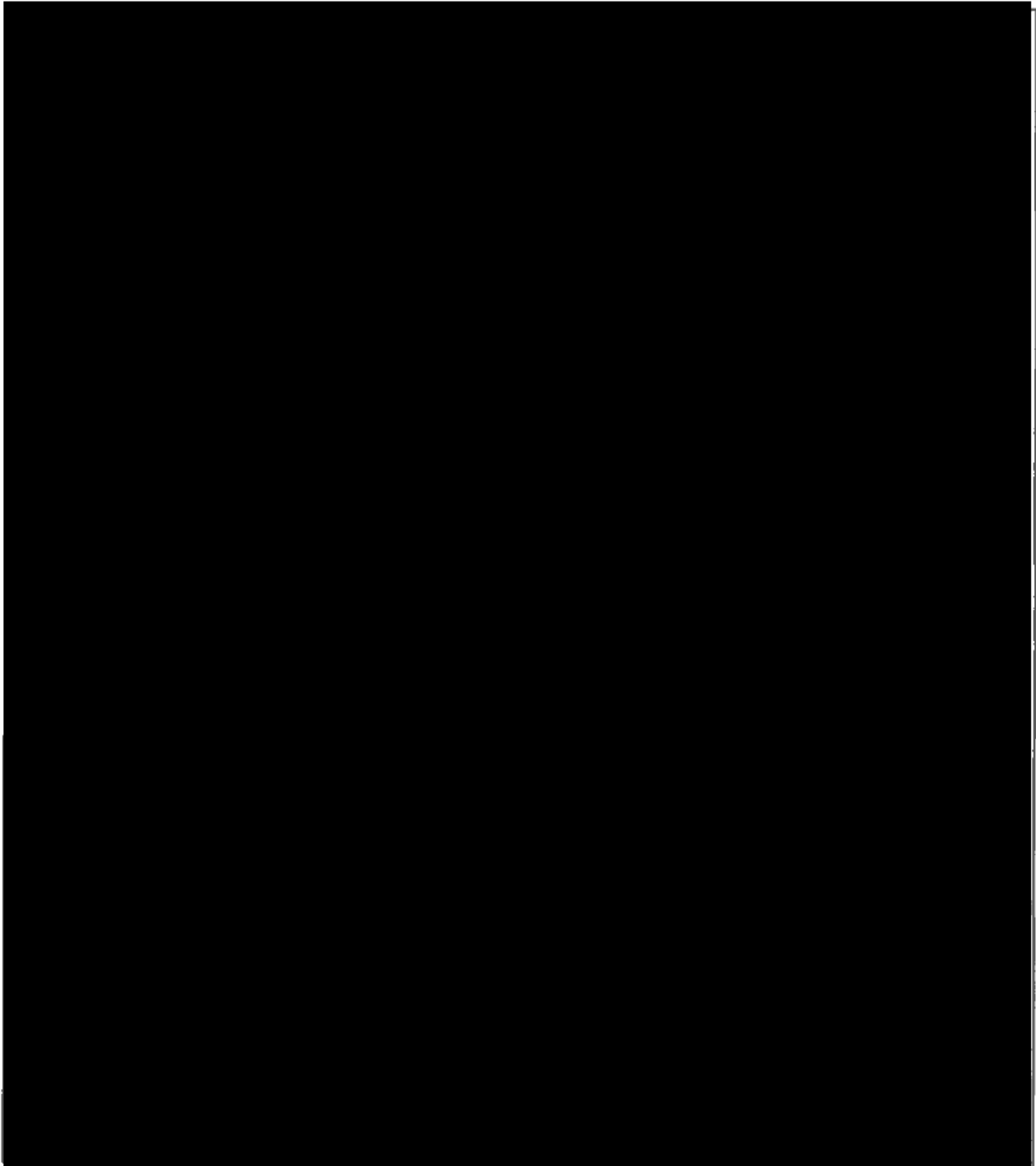
31. Provide a summary of the RMD's personnel policies.

HCF is dedicated to creating a business that benefits patients, staff and the community. Salaries/wages will be market rate and commensurate with responsibility. Staff will be offered paid time off that will accrue based on status/tenure. Staff will be encouraged to participate in community service. HCF will provide 5 paid days/yr to volunteer. All full-time staff will qualify for benefit programs including health insurance, life insurance and 403B/401K programs. Continuing education and other programs will be offered to encourage professional development.

The RMD environment demands unique hiring precautions. HCF will interview, review references, and conduct background checks (including CORI reports) for all potential employees. HCF's Personnel Plan dictates strict protocols and requires participation of all staff in vigorous trainings and testing related to security, diversion prevention, and laws and regulations. Staff will be required to sign a contract confirming their understanding of policies and consequences as well as an Anti-Diversion pledge. Staff will also be required to sign a document stating that HCF reserves the right to conduct searches to monitor compliance.

Employment provisions required by law will be offered including, but not limited to, equal opportunity and nondiscrimination, workplace free from harassment, paid overtime for non-exempt employees, maternity leave, and military leave. Staffing records will be kept in compliance with 725.105(1)(4).

32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.



33. Provide a summary of the RMD's operating procedures for record keeping.

HCF's Patient Recordkeeping/Reporting Plan details procedures to ensure full compliance with 105 CMR 725.105(I). HCF will maintain complete and current records available immediately to DPII/other authorities upon request. HCF will keep records required by every section of 105 CMR 725.000, in addition to records regarding: operating procedures, inventory, seed-to-sale tracking for all marijuana/MIPs, waste disposal, and personnel/business proceedings in accordance with 105 CMR 725.105(I)(4) and 105 CMR 725.105(I)(5). HCF will keep all records in a form and location acceptable to DPII for a minimum of 2 yrs. The CEO will be responsible for all recordkeeping activities, as well as the accuracy and timely submittal of all required documents. Every new patient will be assigned a unique Customer ID, allowing HCF to securely record, collect, store and retrieve information pertinent to patient care. All patient records will be maintained in accordance with HIPPA. Inventory records will be recorded/maintained using BioTrackTHC's real-time inventory system, as required by 105 CMR 725.105(G). Every plant will be assigned a unique digit bar code to provide an unbroken, traceable trail of all in-process products, end products and waste. To assure complete and accurate records, HCF will conduct (and record in BioTrackTHC and secured hard copy) a weekly inventory of all marijuana products and a comprehensive annual review. Electronic files will be backed-up on a secure server off-site.

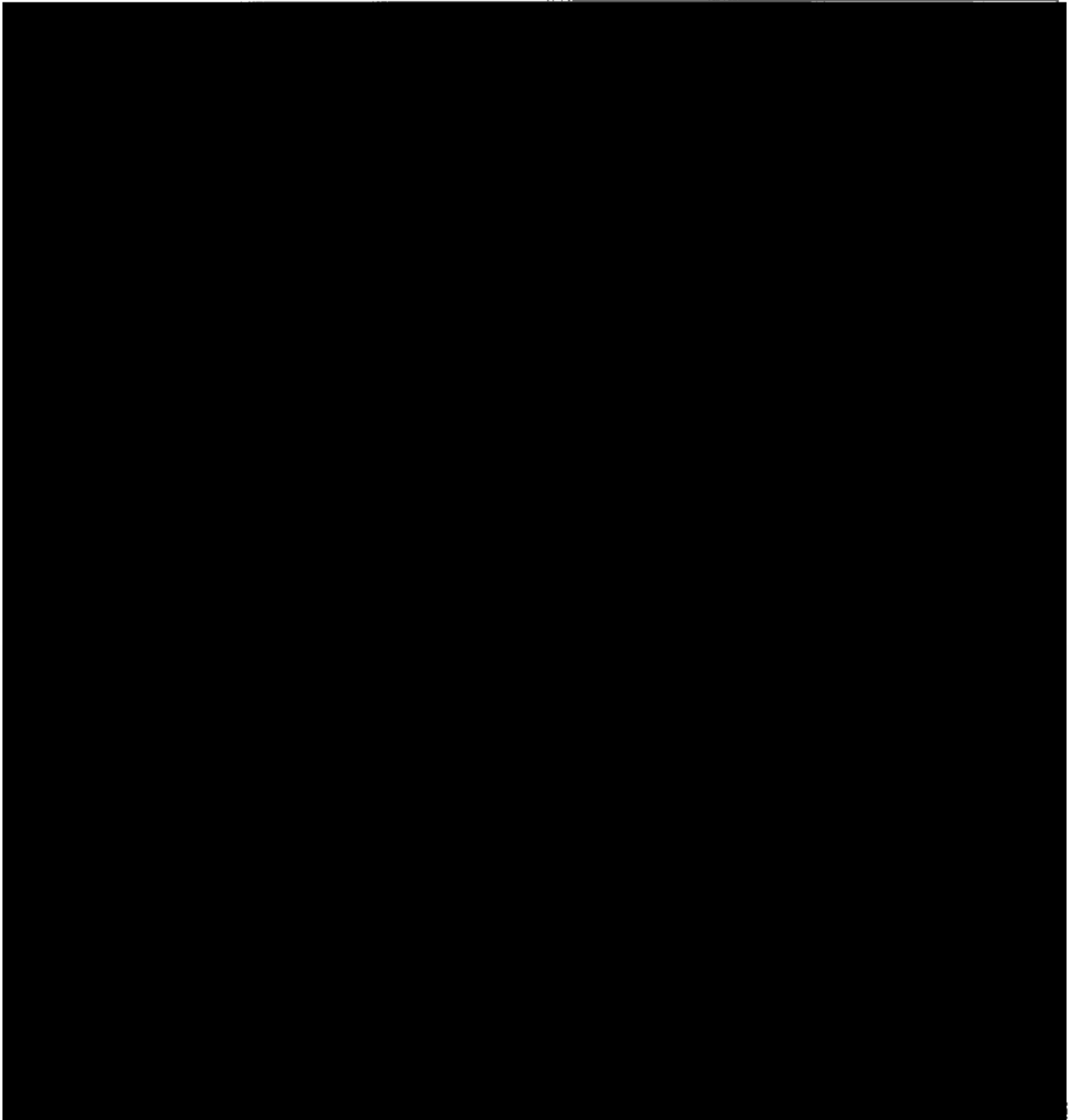
34. Provide a summary of the RMD's plans for providing patient education.

HCF will provide cannabis education materials to patients and caregivers in accordance with 105 CMR 725.105(K). HCF will post signs warning that (1) the FDA has not analyzed/approved cannabis; (2) that driving is prohibited and machinery operation is discouraged when under the influence; and (3) patients may not distribute cannabis to any other person and must return excess or contaminated products for disposal. Warnings will also be included in the Patient Agreement that each patient must sign before being eligible to purchase cannabis at an HCF RMD. HCF will provide pamphlets and computer access so patients may find information on HCF and other relevant websites. Educational materials will include information regarding proper dosage, means of administration, impact of potency, titration, and methods for tracking strains and desired/undesired effects. HCF will provide facts on tolerance, dependence, withdrawal, the signs of substance abuse and substance abuse treatment programs. Parents will be encouraged to consult DPH's Parent Power Campaign to safeguard their children and discuss medical cannabis prescriptions with their families. Materials will accommodate hearing/visually impaired patients and non-English speaking patients. HCF will host seminars where experienced physicians can educate their peers about prescribing cannabis. HCF will monitor and support research to ensure that patients are provided with the most accurate and up-to-date information.

Application 1 of 3

Applicant Non-Profit Corporation _____

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.



36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the

The Hampden Cares assistance program will ensure that all qualifying patients have access to cannabis, regardless of financial limitations in accordance with 105 CMR 725.100(A)(6) and 105 CMR 725(A)(13). Patients enrolled in Hampden Cares will receive access to free delivery services at least 2x mo (and at all times during emergency), one free gram of medical cannabis/MIPs per wk, and the ability to purchase cannabis and MIPs at a 25%-100% discount off retail prices, depending on income. The CEO may approve patients with needs beyond the max award level for higher vouchers. Veterans, regardless of financial condition, will receive a 50% discount on cannabis/MIPs.

Patients experiencing financial hardship must document such in an application to verify that gross income levels do not exceed 300% of the federal poverty level, adjusted for family size. Each application will be reviewed by the RMD manager and processed within 1 wk of submission. The CEO will evaluate applications on a case-by-case basis for exceptions to the baseline assistance rate. Once enrolled in Hampden Cares, patients must re-submit updated documentation every 12 mos and are required to report changes in income and other relevant information. All patients are required to sign an Anti-Diversion and Responsible Use pledge. Any patient suspected of diversion will be immediately removed from the program.

Initially, 6% of gross income will be budgeted for Hampden Cares and funding will be evaluated quarterly.

37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

HCF is committed to implementing/enforcing a Dispensary Agent Training Plan exceeding the requirements of 105 CMR 725.105(H). Employees will receive orientation training that includes: an overview of the responsibilities of their job function, confidentiality training, a review of the Employee Handbook, a primer on laws/regulations, safety training, and a tour of dispensary facilities, as well as other training specified by DPH. All participants must pass a final test (including demonstrable and quantitative skills) and a test that indicates thorough understanding of regulations.

In addition, employees working in the growing facility and dispensary will be trained by Clover Leaf University, an institute licensed and regulated by the Colorado Department of Education's Private Occupational School Board. All staff will participate in Clover Leaf's "Cannabis Cultivation Certificate Program" and "Cannabis Bud Tender Certification 101." All staff members must pass "Understanding the Laws," "Cannabis Business 102" and "Dispensary Management Procedures." HCF management staff/high-level employees will be required to undergo extensive training in an existing marijuana cultivation facility and corporate office in Colorado.

All employees will receive instruction on retail pharmacy guidelines and medical emergency response, as well training on HIPPA and OSHA workplace safety. Staff will receive at least 8 hrs of training prior to starting and at least 8 hrs of retraining annually.

38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes ☒ No ☐

39. Will the Corporation obtain professional and commercial insurance coverage?

Yes ☒ No ☐

40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

HCF will obtain RMD-tailored insurance from Prince Insurance, a CO-based provider that has insured nearly 200 cannabis dispensaries. In compliance with 105 CMR 725.105(Q), HCF will obtain/maintain a package policy that includes comprehensive general liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually. We will ensure the deductible for our liability policy is no higher than \$5,000 per occurrence. If we are unable to obtain or maintain minimum liability coverage at any time, the CEO will place in escrow at least \$250,000 for coverage of liabilities. If any amount of escrow is used, the account will be replenished within 10 business days. All reports documenting compliance with 105 CMR 725.105(Q) will conform to 105 CMR 725.105(M). HCF will supplement liability policies with increased limits for cargo, crop, auto, pharmacy management liability, a directors-and-officers policy, and employment practice liability. HCF will bond all staff transporting cash or medical cannabis and value all property at replacement cost to ensure full recovery in a catastrophic event.

SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Peter Gallagher	\$ 2,100,000.00	100%
	\$	
	\$	
	\$	
	\$	

Application ¹ of ³Applicant Non-Profit Corporation Hampden Care Facility, Inc.

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	
	Entity CEO/ED: Entity President/Chair:	\$	


Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TPG

Application 1 of 3

Applicant Non-Profit Corporation _____

ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.


Signature of Authorized Signatory

06/29/2015

Date Signed

Thomas P. Gallagher

Print Name of Authorized Signatory

Director, President

Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.


Signature of Authorized Signatory

06/29/2015

Date Signed

Thomas P. Gallagher

Print Name of Authorized Signatory

Director, President

Title of Authorized Signatory

APPENDIX 1:

SECTION B - ARTICLES OF INCORPORATION

As.
Examiner

Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Hampden Care Facility, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Attached.

C ☐
P ☐
M ☐
R.A. ☐

7
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

Hampden Care Facility, Inc.
Articles of Organization
Article II: Purposes

The corporation is organized for nonprofit purposes including, but not limited to, promoting patient care, encouraging medical research, and supporting community development throughout Massachusetts. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purpose.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

May Be Set Forth in Bylaws.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Attached.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

The corporation is organized exclusively for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

180 Orange Street
Springfield, MA 01108

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attached.		
Clerk:			
Directors: (or officers having the powers of directors)			

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: NA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 2nd day of August, 2013.


Tracey Bolotnick
Hurwit & Associates, 1150 Walnut Street, Newton, MA 02461

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

Hampden Care Facility, Inc.
Articles of Organization
Article VII: Officers and Directors

Officers

Tom Gallagher, President

[REDACTED]

Tom Gallagher, Treasurer

[REDACTED]

Tom Gallagher, Clerk

[REDACTED]

Directors

Tom Gallagher

[REDACTED]

Peter Gallagher

[REDACTED]

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

6884

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$55 having been paid, said articles are deemed to have been filed with me this 5 day of August 20 13.

1203751

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SECRET
2013 AUG -5 PM 2:33
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Contact Information:

Adam Fine

Vicente Sederberg LLC

77 Franklin Street, Floor 3

Boston, MA 02110

Telephone: (617) 299-6650

Email: Adam@VicenteSederberg.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

APPENDIX 2:

SECTION B - CERTIFICATE OF GOOD STANDING



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

MAY 27, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

HAMPDEN CARE FACILITY, INC.

is a domestic corporation organized on **AUGUST 5, 2013 (Chapter 180)**.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

APPENDIX 3:

SECTION B - BYLAWS

**BYLAWS of
HAMPDEN CARE FACILITY, INC.**

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ARTICLE 1: General Provisions

Section 1.1: Name

The name of this Corporation is Hampden Care Facility, Inc., and shall herein be referred to as "the Corporation."

Section 1.2: Offices

The principal business office of the Corporation shall be at 12 Center Street, Chicopee, MA 01013. The Corporation may also have offices at such other places as the Corporation may require.

Section 1.3: Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on the following December 31 of each year.

Section 1.4: No Voting Members

The Corporation shall have no voting members. All powers of the Corporation shall be held by the Board of Directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the Board of Directors of the Corporation. No person now or hereafter designated by the Corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or bylaws of the Corporation nor shall such person have any voting or fiduciary rights or responsibilities of the Corporation.

ARTICLE 2: Statement of Purposes

The Corporation is organized for nonprofit purposes including, but not limited to, promoting patient care, encouraging medical research, and supporting community development throughout Massachusetts. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a Corporation formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the Corporation shall be used solely in furtherance of the Corporation's nonprofit purpose.

ARTICLE 3: Board of Directors

Section 3.1: Authority

The Board of Directors shall have and exercise all the powers, rights, privileges and be subject to all the duties conferred or imposed upon them or upon the Corporation, by law, the Articles of Organization as may be amended from time to time, or by these bylaws.

Section 3.2: Duties of the Board of Directors

The duties of the Board of Directors shall be to oversee the work and finances of the Corporation; to ensure that the work and the finances of the Corporation are conducted in accordance with the Articles of Organization of the Corporation and with these bylaws; to appoint the Officers of the Corporation; to examine and approve the Treasurer's accounts; and to generally guide and direct the work of the Corporation.

Section 3.3: Composition

The number of Directors of the Corporation shall be not less than three (3) nor more than seven (7) as the Directors shall from time to time determine.

Section 3.4: Election, Term of Office and Removal

Each Director shall be elected by the current Directors at the Annual Directors' Meeting or a Special Meeting held in lieu thereof for a term of two (2) years, or until his or her successor is elected and qualified. Vacancies in existing terms may be filled by a majority vote of the Directors at any Directors Meeting. A Director may be removed from office with or without cause by a majority vote of the Directors at any meeting. Notice of any meeting at which a removal will be voted upon shall specifically state that the removal vote is on the agenda for such meeting. Written notice shall be delivered to all Directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 3.5: Annual Meetings

The Annual Meeting of the Board of Directors shall be held on 1st Day of April at 12 Noon, at Hampden Care Facility, Inc. office, or at such other date, hour and place as shall be designated by the President and stated in the notice of the Meeting. In the event of failure to hold said Annual Meeting at any time or for any cause, all business which might have been transacted at such Annual Meeting may be transacted at the next succeeding Regular or Special Meeting. Other meetings of the Board of Directors may be called by any Officer or any two Directors by delivering notice in accordance with the provisions of Section 3.8 below.

Section 3.6: Regular Meetings

Regular Meetings of the Board of Directors shall be held on or near the day following the close of each fiscal quarter, or on such other dates as may be fixed by the Board of Directors.

Section 3.7: Special Meetings

Special Meetings of the Board of Directors may be called at any time by any Officer or any two Directors.

Section 3.8: Notice of Meetings and Waiver of Notice

The Clerk shall send a notice of each meeting to each Director, but if the Clerk shall be absent, declines, or is unable to act, any other Officer of the Corporation may send such notice. The Officer giving such notice shall give at least five (5) days' notice if by mail, or five (5) days' notice if by fax, telephone, or electronic mail, of the time and place of such meeting, to be

Hampden Care Facility, Inc.

addressed to each Director at his or her address appearing on the records of the Corporation. Notice of any meeting may be waived in writing by any Director, and will be waived by his or her attendance at such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and so indicates at that meeting.

Section 3.9: Quorum and Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the Board of Directors at which a quorum is present, a majority of those Directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 3.10: Meetings by Remote Communication

One or more Directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.11: Action Without a Meeting

Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors.

Section 3.12: Committees

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 3.13: Compensation

Directors as such shall not receive any salaries for their services on the board, but Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation.

Section 3.14: Resignation

Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.15: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors in accordance with provisions of Section 3.4 above. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4: Officers

Section 4.1: Officers

The Officers of the Corporation shall be a President, Treasurer, and Clerk of the Board of Directors and such other Officers as may be elected in accordance with the provisions of this Article. Any two or more offices, except President and Clerk, may be held by the same person.

Section 4.2: Election

The Officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting. Each Officer shall hold office until a successor shall have been elected and qualified.

Section 4.3: Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.4: Removal

Any Officer may be removed, with or without assignment of cause, by a vote of a majority of the entire Board of Directors at any meeting of the Board of Directors. Notwithstanding the notice provision of Section 3.5 above, written notice shall be delivered to all Directors and the Officer at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.5: President

The President shall preside at all meetings of the Board of Directors. The President, or other proper Officer or agent of the Corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6: Treasurer

The Treasurer, or other proper Officer or agent of the Corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board of Directors. The Treasurer shall cause a regular set of

books to be kept showing the accounts of the Corporation and all monies that may pass through the Treasurer's hands and shall, when requested by the Board of Directors, make a report to them at any Annual, Regular, or Special Meeting with respect to any monies received by the Treasurer and such other matters pertaining to the accounts of the Corporation as the Board of Directors may require.

Section 4.7: Clerk

The Clerk shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors.

ARTICLE 5: Corporate Transactions

Section 5.1: Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined by specific instances.

Section 5.2: Indebtedness

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer, or such other Officer or agent of the Corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the board, such instruments shall be signed by the President or Treasurer of the Corporation.

Section 5.3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, brokerages, or other depositories as the Board of Directors shall select.

ARTICLE 6: Books and Records

The Corporation shall keep at the principal office of the Corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the Directors of the Corporation. All books, and records of the Corporation may be inspected by any Director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7: Restrictions on Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

The Corporation shall not in any respect discriminate in any manner on the basis of gender, race, creed, religious beliefs, sexual orientation, citizenship, or place or country of origin.

ARTICLE 8: Dissolution

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, as the Board of Directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9: Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. Refer to the Conflict of Interest Policy in Appendix 1 for more information.

ARTICLE 10: Personal Liability

No Officer or Director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law (i) for a breach of the Officer's or Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

ARTICLE 11: Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes,

Hampden Care Facility, Inc.

penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified Officers and Directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Director under this Article shall apply to such Officer or Director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12: Amendments to Bylaws

These bylaws may be amended or repealed at any time by a majority of all Directors then in office or by unanimous consent in writing of all of the Directors.

The Board of Directors may adopt policies that shall be incorporated into these bylaws. The following policies have been adopted and incorporated herein:

Appendix 1: Conflict of Interest Policy

Appendix 2: Whistleblower Policy

Appendix 3: Document Retention and Destruction Policy

Appendix 4: Compensation Setting Policy

Appendix 5: Comprehensive Information Security Policy

I, Alexa Gallagher, the Clerk of the Board attest that these Bylaws with the incorporated Appendices were adopted by Hampden Care Facility, Inc. on July 13, 2015, by a duly authorized vote of the Board.



Alexa Gallagher, Clerk

Hampden Care Facility, Inc.

APPENDICES

Appendix 1

HAMPDEN CARE FACILITY, INC. REGISTERED MARIJUANA DISPENSARY CONFLICT OF INTEREST POLICY

I. Definitions

For purposes of this policy, the term "interest" shall include any personal connection or connection as a Director, Officer, member, stockholder, shareholder, partner, manager, trustee, beneficiary, employee or consultant of any concern on the part of a Director, Officer or key employee of Hampden Care Facility, Inc. (the "RMD") or his/her immediate family member.

The term "concern" shall mean any Corporation, association, trust, partnership, limited liability group, firm, person or entity other than the RMD.

II. Policy

No Director, Officer or key employee of the RMD shall be disqualified from holding any office or post in the RMD by reason of any interest in any concern. A Director, Officer or key employee of the RMD shall not be disqualified from engaging, either as vendor, purchaser or otherwise, or contracting or entering into any transaction with the RMD or with any entity of which the RMD is an affiliate, provided, however, that the following precautions are undertaken:

1. The interest of such Director, Officer or key employee is fully disclosed to the Board of Directors prior to its entering into the transaction.
2. No interested Director, Officer or key employee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a Director, Officer or key employee has an interest shall be duly approved by the disinterested Directors as being in the best interest of the RMD. The disinterested Directors shall seek and examine comparison data, showing the availability and price of alternative transactions, in making such determination.
4. Payments to the interested Director, Officer, or key employee shall be reasonable and shall not exceed fair market value.
5. The minutes of the meeting at which the disinterested Directors vote on the transaction shall reflect that disclosure of the potential conflict was made, that the

interested Director(s) abstained from voting, the rationale for approval, and how each disinterested Director voted. The minutes shall be prepared and finalized within 30 days of such meeting.

Directors, Officers and key employees are required to disclose interests that could give rise to conflicts at least annually.

Adopted July 13, 2015

A handwritten signature in blue ink, appearing to read 'Alexa Gallagher', is written over a horizontal line.

Alexa Gallagher

Clerk, Hampden Care Facility, Inc.

Appendix 2

HAMPDEN CARE FACILITY, INC.

REGISTERED MARIJUANA DISPENSARY

WHISTLEBLOWER POLICY

I. Expectation

Hampden Care Facility, Inc. (the “RMD”) expects Directors, Officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

II. Open Door Policy

If any Director, Officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another Director, Officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to Directors, the relevant individual is the chair of the Board of Directors or any other Director. With respect to Officers and employees, the relevant individual is the Executive Director, if there is one in office, and if not, any member of the board. In the event the Director, Officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a board member or the Executive Director, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

III. Requirement of Investigation

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the Executive Director and/or board member shall open an investigation into the matter and pursue it to resolution. Should the Executive Director or board member find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

IV. Confidentiality

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

V. Protection from Retaliatory Action

Neither the RMD nor its managers may take any negative employment or other retaliatory action against any Director, Officer or employee who in good faith reports a violation of a law or regulatory requirement. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

VI. General Policy

This general policy is not a contract and it may be rescinded or amended at any time by the RMD. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

Adopted July 13, 2015



Alexa Gallagher, Clerk

Hampden Care Facility, Inc.

Appendix 3

HAMPDEN CARE FACILITY, INC. REGISTERED MARIJUANA DISPENSARY DOCUMENT RETENTION AND DESTRUCTION POLICY

I. Retention Policy

Hampden Care Facility, Inc. (the "RMD") takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the RMD may be required to keep in the future.

From time to time, the RMD may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

File Category	Item	Retention Period
Corporate Records	<i>Bylaws and Articles of Organization</i>	Permanent
	<i>Corporate resolutions</i>	Permanent
	<i>Board and committee meeting agendas and minutes</i>	Permanent
	<i>Conflict-of-interest disclosure forms</i>	4 years
Finance and Administration	<i>Financial statements (audited)</i>	Permanent
	<i>Auditor management letters</i>	Permanent
	<i>Payroll records</i>	7 years
	<i>Check register and checks</i>	7 years
	<i>Bank deposits and statements</i>	7 years
	<i>Chart of accounts</i>	7 years
	<i>General ledgers and journals (includes bank reconciliations)</i>	7 years

	<i>Investment performance reports</i>	7 years
	<i>Equipment files and maintenance records</i>	7 years after disposition
	<i>Contracts and agreements</i>	7 years after all obligations end
	<i>Correspondence — general</i>	3 years
Insurance Records	<i>Policies — occurrence type</i>	Permanent
	<i>Policies — claims-made type</i>	Permanent
	<i>Accident reports</i>	7 years
	<i>Safety (OSHA) reports</i>	7 years
	<i>Claims (after settlement)</i>	7 years
	<i>Group disability records</i>	7 years after end of benefits
Real Estate	<i>Deeds</i>	Permanent
	<i>Leases (expired)</i>	7 years after all obligations end
	<i>Mortgages, security agreements</i>	7 years after all obligations end
Tax	<i>IRS Tax returns and related correspondence</i>	Permanent
	<i>IRS Form 1120s</i>	7 years
	<i>State Tax returns</i>	7 years
Human Resources	<i>Employee personnel files</i>	Permanent
	<i>Retirement plan benefits (plan descriptions, plan documents)</i>	Permanent
	<i>Employee handbooks</i>	Permanent
	<i>Workers comp claims (after settlement)</i>	7 years
	<i>Employee orientation and training materials</i>	7 years after use ends
	<i>Employment applications</i>	3 years
	<i>IRS Form I-9 (store separate from</i>	Greater of 1 year

	<i>personnel file)</i>	after end of service, or three years
	<i>Withholding tax statements</i>	7 years
	<i>Timecards</i>	3 years
Technology	<i>Software licenses and support agreements</i>	7 years after all obligations end

II. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

III. Emergency Planning

The RMD's records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the RMD operating in an emergency should, if possible, be duplicated or backed up at least weekly and maintained off-site.

IV. Document Destruction

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding.

Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

V. Compliance

The RMD will periodically review these procedures with legal counsel or the RMD's certified public accountant to ensure that they are in compliance with new or revised regulations.

Adopted July 13, 2015



*Alexa Gallagher, Clerk
Hampden Care Facility, Inc.*

Appendix 4

HAMPDEN CARE FACILITY, INC. REGISTERED MARIJUANA DISPENSARY COMPENSATION SETTING POLICY

I. Introduction

This policy codifies the procedures by which the Board of Directors of Hampden Care Facility, Inc. (the “RMD”) sets the compensation of Directors, top management officials, Officers and key employees (“executive compensation”). These procedures are designed to comply with the “safe harbor” requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

II. Policy

The Board of Directors shall oversee the setting of executive compensation and shall (1) determine compensation of all Directors, top management officials, Officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis.

In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

III. Guidelines

Compensation determinations made by the Directors will be made in accordance with the following guidelines:

In setting and determining the reasonableness of executive compensation, the board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.

Board members involved in setting and approving executive compensation, as well as any third parties providing professional advice to the board members in connection with setting and approving executive compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Board members shall have no conflict of interest for these purposes if they (i) will not economically benefit from the compensation arrangement, (ii) are not family members of a person who will economically benefit, (iii) have no material financial interest affected by the compensation arrangement, and (iv) are not family

members of a person who has a material financial interest affected by the compensation arrangement.

Timely and accurate minutes of all final actions by the board regarding the setting and approval of executive compensation will be recorded and held with board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the board members present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

Adopted July 13, 2015



Alexa Gallagher, Clerk

Hampden Care Facility, Inc.

Appendix 5

HAMPDEN CARE FACILITY, INC. MEDICAL MARIJUANA DISPENSARY COMPREHENSIVE INFORMATION SECURITY POLICY

I. OBJECTIVE

It is the objective of Hampden Care Facility, Inc. (RMD”) in the development and implementation of this comprehensive information security program (“CISP”) to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, “personal information” means an individual’s first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (a) Social Security number; (b) driver’s license number or state-issued identification card number; or (c) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual’s financial account; provided, however, that “personal information” shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. RMD generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

II. PURPOSE

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

III. DATA SECURITY COORDINATOR

RMD appoints the Chief Compliance Officer (currently Steve Reilly, Jr.) to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;

- Regular testing of the CISP's safeguards;
- Evaluating the ability of each of RMD's third party service providers to implement and maintain appropriate security measures for the personal information to which RMD permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in RMD's business practices that may implicate the security or integrity of records containing personal information; and
- Conducting an annual training session for all Directors, Officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

IV. HANDLING PERSONAL INFORMATION

A. Paper Records

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with RMD's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When RMD receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper employment records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the Executive Director.

B. Electronically Held Records

RMD requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;

- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;
- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and
- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access, that is reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. RMD will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. RMD shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

C. Vendors

RMD routinely shares personal and financial information with its payroll service, its CPA firm, legal counsel, credit card vendors and Pay Pal. RMD requires each of these organizations to send written evidence, signed by an authorized person, confirming that they follow a security plan that fully complies with 201 CMR 17.

V. TRAINING

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

VI. PERSONS SEPARATING FROM RMD

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

VII. SECURITY BREACH AND NOTIFICATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Chief Compliance Officer when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A “security breach” is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Chief Compliance Officer is informed of a security breach, he will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of RMD’s security program;
- A phone number to call within RMD for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and

- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

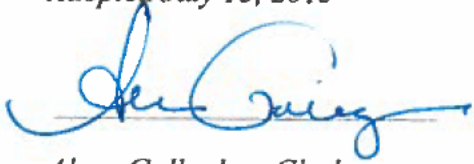
The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident;
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. RMD will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by RMD up to and including suspension or termination.

Documentation. RMD shall document all responsive actions taken in connection with any incident involving a security breach.

Adopted July 13, 2015



Alexa Gallagher, Clerk

Hampden Care Facility, Inc.

APPENDIX 4:

SECTION D - EMPLOYMENT AND EDUCATION FORMS

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Mark S. Zatycka

Residential Address**Title (at applicant non-profit corporation)**

Chief Executive Officer

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

Quinnipiac University, School of Communications, Bachelor of Arts in Communications with a minor in Sociology, 2002

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Diplomat (DBA: American Homecare Federation, Inc., a Diplomat company)	Director of Marketing	December 2013 - Present
American Homecare Federation, Inc.	Owner / Vice President of Marketing, Communications, and Public Relations	May 2004 - December 2013

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

06/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Philip W. Johnston

Residential Address**Title (at applicant non-profit corporation)**

Co-Chief Operating Officer, Health Strategist

Name of Applicant Non-Profit Corporation

Hampden Care Facility

Highest Education Attained – Institution, Degree, and Year

1977 M.P.A., John Fitzgerald Kennedy School of Government, Harvard University
1968 B.A., University of Massachusetts at Amherst (Honors in History)

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Philip W. Johnston Associates LLC (self)	Founder and CEO	9/1996 - Present

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the Individual

06/17/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

David Benlolo

Residential Address**Title (at applicant non-profit corporation)**

Co-Chief Operating Officer / Head of Operations

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

Graduated from Colorado State University in 2001 with an Undergraduate Degree in Business Administration.

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Colorado Care Facility	COO	2009-Present
Mile High Medical Cannabis, LLC	Principal / COO	2012-Present
Metropolis Medical, LLC	Principal / COO	2012-Present
Berkeley MMC, LLC	Principal / COO	2014-Present
Mountain States Group I, LLC	COO	2014-Present
Mountain Insurance Brokers	Producer	2007-Present

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



 Signature of the Individual

06/24/2015

 Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Peter Komassa

Residential Address**Title (at applicant non-profit corporation)**

Chief Financial Officer

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

University of Wisconsin-Madison, Bachelor of Arts in Finance, Investment and Banking, 2007.

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Rewardable, Inc. Prior entity: Rewardable, LLC Prior entity: Vault Ventures, LLC	Founder, Chief Executive Officer & Chief Financial Officer	July 2012 to Present
Ziff Brothers Investments	Financials Research Analyst	July 2009 to June 2012
Goldman Sachs	Financial Analyst, Investment Banking, Financial Institutions Group	June 2007 to June 2009
WristBrand Media, LLC	Co-Founder, Managing Partner	July 2009 to July 2012

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

06/23/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

John Robert Jany Jr.

Residential Address**Title (at applicant non-profit corporation)**

Chief Cultivation Officer

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

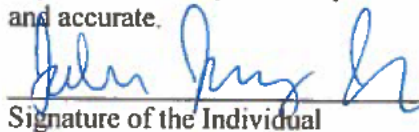
Graduated from the University of Missouri, Columbia with a B.A. in Psychology in 2004.

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Tru Cannabis	Chief Cultivation Officer	April 2014- Present
Kind Love	Director of Cultivation	October 2014- Present
Strain Wise	Head Grower	January 2012- March 2014
Universal Herbs	Head Grower	June 2010- June 2011
Sinseer Comics	Owner	January 2005-January 2010

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

06/24/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

Ronald K. Ainslie

Residential Address**Title (at applicant non-profit corporation)**

Co-Head of Security

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

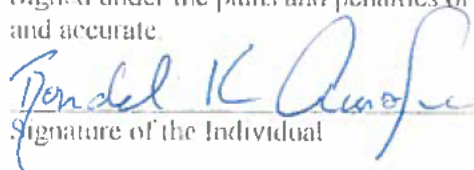
Master of Business Administration (MBA), Northwood University, Midland, Michigan 2013

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Compliance and Consulting, Cannabiz Solutions	Compliance Officer	May 2015 - Present
Colorado Department of Revenue, Marijuana Enforcement Division	Field Enforcement Officer	October 2014 - May 2015
Transamerica Financial	Insurance Sales	October 2014 - Present
Veterans Passport to Hope (non-profit organization)	Executive Director	December 2013 - June 2014
Michigan State Police	Trooper	May 1995 - September 2000
Michigan State Police	Detective Sergeant	Sept 2000 - Sept 2013

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


 Signature of the Individual

06/23/2015

Date Signed

Applicant Non-Profit Corporation

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Jerry Wawrzyk

Residential Address**Title (at applicant non-profit corporation)**

Co-Head of Security

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

Graduated from Minnechaug Regional High School in 1981.

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Ascher Zimmerman Funeral Home Springfield, Massachusetts	Funeral Worker	January 2011 - Present
Minnechaug Regional High School Wilbraham, Massachusetts	Assistant Football Coach	August 2010 - Present
State of Connecticut Department of Correction	Correction Officer	June 1986 - June 2006

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the Individual

06/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Stephen M. Reilly, Jr.

Residential Address**Title (at applicant non-profit corporation)**

Chief Compliance Officer

Name of Applicant Non-Profit Corporation

Hampden Care Facility, Inc.

Highest Education Attained – Institution, Degree, and Year

Western New England University, J.D., 2006

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
City of Springfield (MA)	Assistant City Solicitor	2009-Present
S.M. Reilly Associates, L.L.C.	Partner/Attorney	2008-Present
Law Offices of Stephen M. Reilly, Sr.	Associate/Attorney	2004-2008
Munich Haus, Inc.	Bartender	2004-2006

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



Signature of the Individual

06/15/2015

Date Signed